

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., et al.,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**(Jointly Administered)**

**OMNIBUS ORDER GRANTING SIXTH INTERIM FEE APPLICATIONS OF  
PROFESSIONALS FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on **Schedule A** hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), pursuant to sections 327, 328, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from June 1, 2021 (or the effective date of retention, if later) through and including September 30, 2021 (the “**Fee Period**”) in connection therewith; and an independent fee examiner (the “**Fee Examiner**”) having been appointed in these cases in accordance with the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying*

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

*Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* [ECF No. 1023] (the “**Fee Examiner Order**”); and the Fee Examiner having reviewed the Applications in accordance with the Fee Examiner Order; and the Fee Examiner and each Applicant having agreed to the recommended fee and expense reductions as set forth on **Schedule A** hereto; and the Fee Examiner having no objection to the interim allowance and payment of each Applicant’s fees and expenses in the amounts set forth on **Schedule A** hereto under the column headings “Fees Allowed for Sixth Interim Fee Application” and “Expenses Allowed for Sixth Interim Fee Application”; and the total amount of each Applicant’s fees and expenses sought in the Fee Period together with the amounts allowed pursuant to prior Fee Applications being set forth on **Schedule B** hereto; and due and proper notice of the Applications having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 529], and it appearing that no other or further notice need be provided; and a hearing having been held on December 16, 2021 to consider the Applications (the “Hearing”) and there being no objections to the Applications or to the relief granted herein; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of the Hearing, including the Court’s bench ruling, and all of the proceedings had before the Court; and good and sufficient cause appearing for the relief granted hereby,

IT IS HEREBY ORDERED THAT:

1. The Applications are granted as set forth on **Schedule A** hereto.
2. The Applicants are awarded, on an interim basis, (a) compensation for professional services rendered during the Fee Period and (b) reimbursement for actual and necessary expenses incurred by the Applicants in the amounts set forth under the column headings “Fees Allowed for Sixth Interim Fee Application” and “Expenses Allowed for Sixth Interim Fee Application” on **Schedule A** hereto.
3. The Debtors are authorized and directed to pay the Applicants promptly the amounts of fees and expenses approved by this Order and set forth under the column headings “Fees Allowed for Sixth Interim Fee Application” and “Expenses Allowed for Sixth Interim Fee Application” on **Schedule A** hereto, to the extent such amounts have not previously been paid.
4. This Order is deemed to be a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the allowed fees and expenses of the other Applicants.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: December 20, 2021  
White Plains, New York

/s/ Robert D. Drain  
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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

**Interim Fee Applications: June 1, 2021 through September 30, 2021**

**Case No: 19-23649 (RDD)**

**Case Name: In re Purdue Pharma L.P., *et al.***

Applicant	Date and Docket Number of Application	Fees Requested on Sixth Interim Fee Application	Expenses Requested on Sixth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Sixth Interim Fee Application	Expenses Allowed for Sixth Interim Fee Application
<b><u>Debtors' Professionals</u></b>							
AlixPartners, LLP	Nov. 15, 2021 ECF No. 4120	\$4,009,435.00	\$194,217.02	\$33,004.50	\$0.00	\$3,976,430.50	\$194,217.02
Arnold & Porter Kaye Scholer LLP	Nov. 15, 2021 ECF No. 4116	\$849,323.89	\$0.00	\$0.00	\$0.00	\$849,323.89	\$0.00
Cornerstone Research	Nov. 15, 2021 ECF No. 4122	\$443,116.50	\$40.20	\$3,509.50	\$0.00	\$439,607.00	\$40.20
Davis Polk & Wardwell LLP	Nov. 15, 2021 ECF No. 4119	\$38,805,548.00	\$433,221.43	\$107,234.00	\$6,351.78	\$38,698,314.00	\$426,869.65
Dechert LLP	Nov. 15, 2021 ECF No. 4117	\$2,843,056.28	\$20,560.42	\$2,563.50	\$0.00	\$2,840,492.78	\$20,560.42
Ernst & Young LLP	Nov. 15, 2021 ECF No. 4114	\$58,000.00	\$1,177.50	\$0.00	\$0.00	\$58,000.00	\$1,177.50

<b>Applicant</b>	<b>Date and Docket Number of Application</b>	<b>Fees Requested on Sixth Interim Fee Application</b>	<b>Expenses Requested on Sixth Interim Fee Application</b>	<b>Agreed Recommended Reduction of Fees</b>	<b>Agreed Recommended Reduction of Expenses</b>	<b>Fees Allowed for Sixth Interim Fee Application</b>	<b>Expenses Allowed for Sixth Interim Fee Application</b>
Grant Thornton LLP <sup>2</sup>	Nov. 15, 2021 ECF No. 4121	\$192,710.50	\$34,703.49	\$0.00	\$0.00	\$192,710.50	\$34,703.49
Jones Day	Nov. 15, 2021 ECF No. 4123	\$1,151,574.20	\$91,270.27	\$3,934.50	\$0.00	\$1,147,639.70	\$91,270.27
King & Spalding LLP	Nov. 15, 2021 ECF No. 4125	\$2,340,017.96	\$0.00	\$0.00	\$0.00	\$2,340,017.96	\$0.00
KPMG LLP <sup>3</sup>	Oct. 21, 2021 ECF No. 3995	\$24,223.10	\$0.00	\$0.00	\$0.00	\$24,223.10	\$0.00
PJT Partners LP	Nov. 15, 2021 ECF No. 4124	\$900,000.00	\$3,567.77	\$0.00	\$0.00	\$900,000.00	\$3,567.77
Prime Clerk LLC	Nov. 15, 2021 ECF No. 4115	\$623,372.93	\$273.50	\$1,500.00	\$0.00	\$621,872.93	\$273.50
Skadden, Arps, Slate, Meagher & Flom LLP	Nov. 15, 2021 ECF No. 4141	\$3,436,000.65	\$126,312.25	\$3,419.00	\$0.00	\$3,432,581.65	\$126,312.25
Sullivan & Worcester LLP	Nov. 15, 2021 ECF No. 4113	\$467,761.50	\$285.95	\$21,234.41	\$0.00	\$446,527.09	\$285.95

<sup>2</sup> By its Interim Fee Application, Grant Thornton also seeks approval and allowance of compensation and expenses paid to Grant Thornton for tax related services provided to the Debtors in the ordinary course of the Debtors' business which, through September 30, 2021, totals \$277,299.97.

<sup>3</sup> KPMG LLP has been jointly retained by the Debtors and the Official Committee of Unsecured Creditors.

Applicant	Date and Docket Number of Application	Fees Requested on Sixth Interim Fee Application	Expenses Requested on Sixth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Sixth Interim Fee Application	Expenses Allowed for Sixth Interim Fee Application
<b><u>Official Committee of Unsecured Creditors' Professionals</u></b>							
Akin Gump Strauss Hauer & Feld LLP	Nov. 15, 2021 ECF No. 4133	\$6,744,361.50	\$171,026.21	\$36,011.00	\$146.06	\$6,708,350.50	\$170,880.15
Bedell Cristin Jersey Partnership	Nov. 15, 2021 ECF No. 4137	\$63,537.00	\$69.93	\$0.00	\$0.00	\$63,537.00	\$69.93
Cole Schotz P.C.	Nov. 15, 2021 ECF No. 4135	\$376,212.50	\$296.93	\$3,962.00	\$0.00	\$372,250.50	\$296.93
Jefferies LLC	Nov. 15, 2021 ECF No. 4138	\$900,000.00	\$10,980.00	\$0.00	\$0.00	\$900,000.00	\$10,980.00
Kurtzman Carson Consultants LLC	Nov. 15, 2021 ECF No. 4139	\$89,347.87	\$7,624.15	\$0.00	\$0.00	\$89,347.87	\$7,624.15
Province, LLC	Nov. 15, 2021 ECF No. 4140	\$2,718,782.50	\$312.65	\$19,317.00	\$0.00	\$2,699,465.50	\$312.65
<b><u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u></b>							
Brown Rudnick LLP	Nov. 15, 2021 ECF No. 4126	\$3,325,679.50	\$12,918.34	\$79,557.85	\$0.00	\$3,246,121.65	\$12,918.34
FTI Consulting	Nov. 15, 2021 ECF No. 4129	\$1,264,175.50	\$156.75	\$15,000.00	\$0.00	\$1,249,175.50	\$156.75
Gilbert LLP	Nov. 15, 2021	\$2,766,720.00	\$56,440.83	\$36,093.82	\$0.00	\$2,730,626.18	\$56,440.83

<b>Applicant</b>	<b>Date and Docket Number of Application</b>	<b>Fees Requested on Sixth Interim Fee Application</b>	<b>Expenses Requested on Sixth Interim Fee Application</b>	<b>Agreed Recommended Reduction of Fees</b>	<b>Agreed Recommended Reduction of Expenses</b>	<b>Fees Allowed for Sixth Interim Fee Application</b>	<b>Expenses Allowed for Sixth Interim Fee Application</b>
	ECF No. 4128						
Houlihan Lokey Capital, Inc.	Nov. 15, 2021 ECF No. 4132	\$800,000.00	\$3,223.71	\$0.00	\$0.00	\$800,000.00	\$3,223.71
Kramer Levin Naftalis & Frankel LLP	Nov. 15, 2021 ECF No. 4142	\$5,651,625.50	\$61,624.84	\$25,000.00	\$0.00	\$5,626,625.50	\$61,624.84
Otterbourg, P.C.	Nov. 15, 2021 ECF No. 4127	\$601,312.00	\$47.49	\$0.00	\$0.00	\$601,312.00	\$47.49
<b><u>Multi-State Governmental Entities Group</u></b>							
Caplin & Drysdale, Chartered	Nov. 16, 2021 ECF No. 4145	\$1,709,854.00	\$26,355.44	\$21,935.50	\$0.00	\$1,687,918.50	\$26,355.44
<b><u>Fee Examiner</u></b>							
Bielli & Klauder, LLC	Nov. 15, 2021 ECF No. 4118	\$220,000.00	\$0.00	\$0.00	\$0.00	\$220,000.00	\$0.00

Date Order Signed: 12/20/2021

Initials: RDD USBJ

**Schedule B**

**Interim Fee Applications: Petition Date through September 30, 2021**

**Case No: 19-23649 (RDD)**

**Case Name: In re Purdue Pharma L.P., et al.**

Applicant	Total Fees Requested	Total Fees Paid <sup>4</sup>	Total Expenses Requested	Total Expenses Paid
<b><u>Debtors' Professionals</u></b>				
AlixPartners, LLP	\$27,957,661.50	\$27,762,594.37	\$749,421.11	\$713,606.43
Arnold & Porter Kaye Scholer LLP	\$3,440,151.78	\$3,405,884.75	\$1,894.25	\$1,894.25
Cornerstone Research	\$4,422,393.50	\$4,388,408.77	\$1,305.13	\$1,305.13
Davis Polk & Wardwell LLP	\$179,099,590.55	\$178,593,677.35	\$1,360,690.34	\$1,353,742.85
Dechert LLP	\$20,668,639.01	\$20,584,510.26	\$2,274,800.22	\$2,273,232.63
Ernst & Young	\$2,014,460.00	\$2,014,460.00	\$35,787.35	\$35,787.35
Grant Thornton LLP	\$192,710.50	\$192,710.50	\$34,703.49	\$34,703.49
Jones Day	\$4,851,371.92	\$4,795,553.17	\$185,879.94	\$185,879.94

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<sup>4</sup> Includes amounts to be paid pursuant to this Order.



<b>Applicant</b>	<b>Total Fees Requested</b>	<b>Total Fees Paid<sup>4</sup></b>	<b>Total Expenses Requested</b>	<b>Total Expenses Paid</b>
King & Spalding LLP	\$22,272,892.30	\$22,205,119.36	\$4,153.75	\$4,065.03
KPMG LLP <sup>5</sup>	\$3,991,127.65	\$3,920,528.25	\$1,207.15	\$1,207.15
PJT Partners LP	\$5,520,000.00	\$5,520,000.00	\$480,520.57	\$479,440.30
Prime Clerk LLC	\$813,033.15	\$811,533.15	\$343.50	\$343.50
Skadden, Arps, Slate, Meagher & Flom LLP	\$28,763,397.45	\$28,510,396.41	\$253,389.60	\$253,245.14
Sullivan & Worcester LLP	\$467,761.50	\$446,527.09	\$285.95	\$285.95
<b><u>Official Committee of Unsecured Creditors' Professionals</u></b>				
Akin Gump Strauss Hauer & Feld LLP	\$82,331,486.50	\$81,782,697.04	\$4,066,639.00	\$4,053,029.48
Bedell Cristin Jersey Partnership	\$613,583.04	\$589,902.24	\$55,540.18	\$55,540.18
Cole Schotz P.C.	\$16,749,365.00	\$16,645,205.62	\$1,988.32	\$1,988.32
Jefferies LLC	\$5,400,000.00	\$5,400,000.00	\$183,808.99	\$182,610.66

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<sup>5</sup> KPMG LLP has been jointly retained by the Debtors and the Official Committee of Unsecured Creditors.

<b>Applicant</b>	<b>Total Fees Requested</b>	<b>Total Fees Paid<sup>4</sup></b>	<b>Total Expenses Requested</b>	<b>Total Expenses Paid</b>
Kurtzman Carson Consultants LLC <sup>6</sup>	\$756,127.60	\$750,835.77	\$147,303.98	\$138,855.77
Province, LLC	\$26,276,234.50	\$26,154,715.57	\$51,747.13	\$46,766.95
<b><u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u></b>				
Brown Rudnick LLP	\$11,733,217.00	\$11,474,032.23	\$63,139.45	\$63,139.45
FTI Consulting	\$11,123,976.00	\$11,021,476.00	\$28,072.78	\$28,072.78
Gilbert LLP	\$11,719,271.75	\$11,598,014.84	\$127,660.90	\$125,902.13
Houlihan Lokey Capital, Inc.	\$4,200,000.00	\$4,200,000.00	\$35,262.57	\$33,523.49
Kramer Levin Naftalis & Frankel LLP	\$19,326,246.25	\$19,180,745.00	\$346,542.30	\$345,754.84
Otterbourg, P.C.	\$3,853,960.50	\$3,824,135.05	\$8,439.30	\$8,339.30
<b><u>Multi-State Governmental Entities Group</u></b>				
Caplin & Drysdale, Chartered	\$4,117,550.25	\$4,072,725.10	\$83,898.22	\$79,292.57

<sup>6</sup> Total Expenses Requested and Total Expenses Paid each include \$704.92 in sales taxes sought but not consolidated with the expense subcategory in applications with respect to the first and second interim fee periods.

Applicant	Total Fees Requested	Total Fees Paid <sup>4</sup>	Total Expenses Requested	Total Expenses Paid
<u>Fee Examiner</u>				
Bielli & Klauder, LLC	\$963,375.00	\$963,375.00	\$0.00	\$0.00

Date Order Signed: 12/20/2021

Initials: RDD USBJ